

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	) Chapter 11
	)
W. R. GRACE & CO., et al., <sup>1</sup>	) Case No. 01-01139 (JKF)
	) (Jointly Administered)
	)
Debtors.	) <b>Objection Deadline:</b> September 2, 2009, at
	) 4:00 p.m. (prevailing eastern time)

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM  
PERIOD FROM JUNE 1, 2009, THROUGH JUNE 30, 2009**

Name of Applicant:	<b><u>Kirkland &amp; Ellis LLP ("K&amp;E")</u></b>
Authorized to Provide Professional Services to:	<b><u>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</u></b>
Date of Retention:	<b><u>Retention Order entered May 3, 2001, effective as of April 2, 2001</u></b>
Period for which compensation and reimbursement is sought:	<b><u>June 1, 2009, through June 30, 2009</u></b>
Amount of Compensation sought as actual, reasonable and necessary:	<b><u>\$1,674,270.50</u></b>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<b><u>\$472,533.36</u></b>
This is a <u>X</u> monthly ___ interim __ final application.	

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

The total time expended for the preparation of this application is approximately **35 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$10,000.00**.

This is K&E's monthly application for interim compensation of services for the interim fee period June 1, 2009 through June 30, 2009. The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 29, 2001	4/2 – 4/30/01	\$626,079.00	\$32,439.84	Interim approval <sup>2</sup>	Interim approval
June 29, 2001	5/1 – 5/31/01	\$567,151.00	\$77,487.86	Interim approval	Interim approval
July 31, 2001	6/1 – 6/30/01	\$560,569.50	\$45,466.13	Interim approval	Interim approval
July 31, 2001	April – June, 2001	\$1,753,799.50	\$155,393.83	\$1,753,799.50	\$155,393.83
August 28, 2001	7/1 – 7/31/01	\$476,582.50	\$25,312.13	Interim approval <sup>2</sup>	Interim approval
September 28, 2001	8/1 – 8/31/01	\$472,334.50	\$29,022.59	Interim approval	Interim approval
October 30, 2001	9/1 – 9/30/01	\$443,617.50	\$27,147.47	Interim approval	Interim approval
November 7, 2001	July – September, 2001	\$1,392,534.50	\$81,482.19	\$1,392,534.50	\$81,482.19
December 11, 2001	10/1 – 10/31/01	\$493,074.00	\$27,724.54	Interim approval <sup>2</sup>	Interim approval
December 29, 2001	11/1 – 11/30/01	\$524,980.00	\$29,678.21	Interim approval	Interim approval
January 31, 2002	12/1 – 12/31/01	\$405,278.50	\$27,276.95	Interim approval	Interim approval
February 7, 2002	October – December, 2001	\$1,423,332.50	\$84,679.70	\$1,419,127.00	\$84,679.70
March 4, 2002	1/1 – 1/31/02	\$439,056.00	\$32,279.54	Interim approval <sup>3</sup>	Interim approval
March 27, 2002	2/1 – 2/28/02	\$412,304.00	\$18,475.64	Interim approval	Interim approval
May 2, 2002	3/1 – 3/31/02	\$430,342.50	\$51,759.20	Interim approval	Interim approval
June 10, 2002	January – March, 2002	\$1,281,702.50	\$102,514.38	\$1,281,702.50	\$101,656.38
June 10, 2002	4/1 – 4/30/02	\$410,702.50	\$25,286.05	Interim approval <sup>4</sup>	Interim approval
July 2, 2002	5/1 – 5/31/02	\$335,280.50	\$25,556.83	Interim approval	Interim approval
August 8, 2002	6/1 – 6/30/02	\$243,127.00	\$16,326.36	Interim approval	Interim approval
September 3, 2002	April – June, 2002	\$989,110.00	\$67,169.24	\$981,666.50	\$67,169.24

<sup>2</sup> The fees and expenses requested in the April-June, 2001, July-September, 2001 and October-December, 2001, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

<sup>3</sup> The fees and expenses requested in the January-March, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2002.

<sup>4</sup> The fees and expenses requested in the April-June, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 11, 2002	7/1 – 7/31/02	\$335,129.00	\$28,504.48	Interim approval <sup>5</sup>	Interim approval
October 2, 2002	8/1 – 8/31/02	\$344,619.00	\$86,047.20	Interim approval	Interim approval
October 30, 2002	9/1 – 9/30-02	\$238,876.50	\$20,882.49	Interim approval	Interim approval
November 27, 2002	July – September, 2002	\$918,624.50	\$135,434.17	\$918,624.50	\$134,478.90
December 6, 2002	10/1 – 10/31/02	\$207,778.00	\$7,769.74	Interim approval <sup>6</sup>	Interim approval
January 13, 2003	11/1 – 11/30/02	\$122,419.00	\$4,732.30	Interim approval	Interim approval
January 30, 2003	12/1 – 12/31/02	\$129,243.50	\$6,093.80	Interim approval	Interim approval
March 4, 2003	October – December, 2002	\$459,440.50	\$18,595.84	\$459,440.50	\$18,467.74
March 4, 2003	1/1 – 1/31/03	\$162,033.00	\$6,383.16	Interim approval <sup>7</sup>	Interim approval
April 2, 2003	2/1 – 2/28/03	\$215,511.50	\$3,784.70	Interim approval	Interim approval
April 29, 2003	3/1 – 3/31/03	\$146,603.00	\$6,713.84	Interim approval	Interim approval
May 15, 2003	January – March, 2003	\$524,147.50	\$16,881.70	\$524,045.50	\$16,881.70
June 3, 2003	4/1 – 4/30/03	\$135,130.00	\$2,786.42	Interim approval <sup>8</sup>	Interim approval
July 11, 2003	5/1 – 5/31/03	\$109,408.00	\$6,546.04	Interim approval	Interim approval
July 31, 2003	6/1 – 6/30/03	\$115,099.00	\$1,925.86	Interim approval	Interim approval
August 27, 2003	April – June, 2003	\$359,637.00	\$11,258.32	\$357,346.00	\$11,183.48
September 5, 2003	7/1 – 7/31/03	\$197,495.50	\$9,235.33	Interim approval <sup>9</sup>	Interim approval
October 1, 2003	8/1 – 8/31/03	\$178,910.50	\$7,009.66	Interim approval	Interim approval
November 6, 2003	9/1 – 9/30/03	\$157,200.00	\$3,817.57	Interim approval	Interim approval
November 18, 2003	July – September, 2003	\$533,606.00	\$20,062.56	\$533,606.00	\$20,062.56
November 26, 2003	10/1 – 10/31/03	\$251,093.50	\$7,115.96	Interim approval <sup>10</sup>	Interim approval
December 29, 2003	11/1 – 11/30/03	\$187,914.00	\$4,969.88	Interim approval	Interim approval
February 2, 2004	12/1 - 12/31/03	\$317,880.00	\$8,631.60	Interim approval	Interim approval
February 25, 2004	October – December, 2003	\$756,887.50	\$20,717.44	\$756,838.00	\$20,717.44
March 5, 2004	1/1 – 1/31/04	\$524,446.00	\$32,428.07	Interim approval <sup>11</sup>	Interim approval
April 2, 2004	2/1 – 2/29/04	\$274,589.50	\$10,852.51	Interim approval	Interim approval
May 3, 2004	3/1 – 3/31/04	\$337,945.00	\$13,159.10	Interim approval	Interim approval
May 17, 2004	January – March, 2004	\$1,136,980.50	\$56,439.68	\$1,134,755.00	\$56,439.68
June 1, 2004	4/1 – 4/30/04	\$280,547.50	\$10,895.93	Interim approval <sup>12</sup>	Interim approval

<sup>5</sup> The fees and expenses requested in the July-September, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 14, 2003.

<sup>6</sup> The fees and expenses requested in the October-December, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 28, 2003.

<sup>7</sup> The fees and expenses requested in the January-March, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 22, 2003.

<sup>8</sup> The fees and expenses requested in the April-June, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 15, 2003.

<sup>9</sup> The fees and expenses requested in the July-September, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 26, 2004.

<sup>10</sup> The fees and expenses requested in the October-December, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2004.

<sup>11</sup> The fees and expenses requested in the January-March, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 27, 2004.

<sup>12</sup> The fees and expenses requested in the April-June, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on January 25, 2005.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
July 1, 2004	5/1 – 5/31/04	\$213,906.00	\$9,502.49	Interim approval	Interim approval
September 2, 2004	6/1 – 6/30/04	\$430,246.50	\$15,235.72	Interim approval	Interim approval
October 6, 2004	April – June, 2004	\$924,700.00	\$35,634.14	\$918,960.50	\$35,557.55
September 17, 2004	7/1 – 7/31/04	\$599,563.50	\$27,869.76	Interim approval <sup>13</sup>	Interim approval
October 7, 2004	8/1 – 8/31/04	\$793,285.00	\$45,729.42	Interim approval	Interim approval
November 3, 2004	9/1 – 9/30/04	\$913,771.00	\$32,811.19	Interim approval	Interim approval
November 17, 2004	July – September, 2004	\$2,306,619.50	\$106,410.37	\$2,298,879.00	\$105,176.56
December 7, 2004	10/1 – 10/31/04	\$842,268.50	\$38,703.13	Interim approval <sup>14</sup>	Interim approval
January 7, 2004	11/1 – 11/30/04	\$581,027.00	\$35,469.12	Interim approval	Interim approval
February 1, 2005	12/1 – 12/31/04	\$863,104.50	\$38,461.17	Interim approval	Interim approval
February 14, 2005	October – December, 2004	\$2,286,400.00	\$112,633.42	\$2,279,008.50	\$110,200.64
March 18, 2005	1/1 – 1/31/05	\$1,214,802.50	\$65,721.17	Interim approval <sup>15</sup>	Interim approval
April 15, 2005	2/1 – 2/28/05	\$717,562.00	\$46,304.21	Interim approval	Interim approval
May 19, 2005	3/1 – 3/31/05	\$916,504.00	\$50,822.73	Interim approval	Interim approval
June 15, 2005	January – March, 2005	\$2,848,868.50	\$162,848.11	\$2,833,566.00	\$162,482.21
June 7, 2005	4/1 – 4/30/05	\$862,337.00	\$32,392.41	Interim approval <sup>16</sup>	Interim approval
June 29, 2005	5/1 – 5/31/05	\$852,424.50	\$52,685.55	Interim approval	Interim approval
August 5, 2005	6/1 – 6/30/05	\$1,181,036.00	\$58,504.79	Interim approval	Interim approval
August 8, 2005	April – June, 2005	\$2,895,797.50	\$143,582.75	\$2,894,660.00	\$143,530.87
September 9, 2005	7/1 – 7/31/05	\$1,740,148.50	\$155,036.60	Interim approval <sup>17</sup>	Interim approval
September 28, 2005	8/1 – 8/31/05	\$1,451,595.50	\$95,151.93	Interim approval	Interim approval
October 28, 2005	9/1 - 9/30/05	\$1,471,412.50	\$128,814.69	Interim approval	Interim approval
October 28, 2005	July – September, 2005	\$4,663,156.50	\$379,003.22	\$4,655,239.50	\$378,588.48
November 28, 2005	10/1 – 10/31/05	\$1,602,349.50	\$111,318.89	Interim approval <sup>18</sup>	Interim approval
December 28, 2005	11/1 – 11/30/05	\$1,743,406.00	\$182,798.39	Interim approval	Interim approval
January 25, 2006	12/1 – 12/31/05	\$1,638,659.50	\$161,888.24	Interim approval	Interim approval
February 14, 2006	October – December, 2005	\$4,984,415.00	\$456,005.52	\$4,978,349.00	\$453,367.08
February 28, 2006	1/1 – 1/31/06	\$1,667,688.00	\$176,100.89	Interim approval <sup>19</sup>	Interim approval
March 28, 2006	2/1 – 2/28/06	\$1,669,067.50	\$395,113.02	Interim approval	Interim approval
April 28, 2006	3/1 – 3/31/06	\$1,615,330.00	\$685,462.58	Interim approval	Interim approval
May 15, 2006	January – March, 2006	\$4,952,085.50	\$1,256,676.49	\$4,942,401.50	\$1,256,429.49

<sup>13</sup> The fees and expenses requested in the July-September, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 22, 2005.

<sup>14</sup> The fees and expenses requested in the October-December, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 29, 2005.

<sup>15</sup> The fees and expenses requested in the January-March, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 26, 2005.

<sup>16</sup> The fees and expenses requested in the April-June, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 19, 2005.

<sup>17</sup> The fees and expenses requested in the July-September, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 24, 2006.

<sup>18</sup> The fees and expenses requested in the October-December, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2006.

<sup>19</sup> The fees and expenses requested in the January-March, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2006.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 30, 2006	4/1 – 4/30/06	\$1,628,876.50	\$814,117.99	Interim approval <sup>20</sup>	Interim approval
June 28, 2006	5/1 – 5/31/06	\$1,800,762.00	\$311,657.73	Interim approval	Interim approval
July 28, 2006	6/1 – 6/30/06	\$1,666,537.00	\$207,374.07	Interim approval	Interim approval
August 14, 2006	April – June, 2006	\$5,096,175.75	\$1,333,149.79	\$5,096,175.50	\$1,331,919.73
August 28, 2006	7/1 – 7/31/06	\$2,026,266.00	\$155,509.57	Interim approval <sup>21</sup>	Interim approval
September 28, 2006	8/1 – 8/31/06	\$2,458,300.00	\$377,534.56	Interim approval	Interim approval
October 30, 2006	9/1 – 9/30/06	\$1,508,315.00	\$454,899.58	Interim approval	Interim approval
November 14, 2006	July – September, 2006	\$5,992,881.00	\$987,943.71	\$5,984,268.75	\$986,255.71
November 28, 2006	10/1 – 10/31/06	\$1,732,139.00	\$698,068.49	Interim approval <sup>22</sup>	Interim approval
December 28, 2006	11/1 – 11/30/06	\$1,846,984.50	\$860,948.29	Interim approval	Interim approval
January 29, 2007	12/1 – 12/31/06	\$1,577,574.50	\$1,171,910.97	Interim approval	Interim approval
February 14, 2007	October – December, 2006	\$5,156,698.00	\$2,730,927.75	\$5,155,238.00	\$2,730,927.75
February 28, 2007	1/1 – 1/31/07	\$1,653,083.50	\$505,470.24	Interim approval <sup>23</sup>	Interim approval
March 28, 2007	2/1 – 2/28/07	\$1,855,844.00	\$793,394.48	Interim approval	Interim approval
April 30, 2007	3/1 – 3/31/07	\$2,043,431.50	\$614,588.91	Interim approval	Interim approval
May 15, 2007	January – March, 2007	\$5,552,359.00	\$1,913,453.63	\$5,547,606.50	\$1,913,453.63
May 29, 2007	4/1 – 4/30/07	\$1,617,793.00	\$1,471,980.14	Interim approval <sup>24</sup>	Interim approval
June 28, 2007	5/1 – 5/31/07	\$1,886,409.50	\$1,580,009.04	Interim approval	Interim approval
July 30, 2007	6/1 – 6/30/07	\$2,301,815.00	\$2,237,072.31	Interim approval	Interim approval
August 14, 2007	April – June, 2007	\$5,806,017.50	\$5,289,061.49	\$5,801,255.00	\$5,289,061.49
August 28, 2007	7/1 – 7/31/07	\$2,031,978.00	\$3,054,735.85	Interim approval <sup>25</sup>	Interim approval
September 28, 2007	8/1 – 8/31/07	\$2,141,450.50	\$1,524,583.81	Interim approval	Interim approval
October 29, 2007	9/1 – 9/30/07	\$1,851,837.50	\$2,068,988.69	Interim approval	Interim approval
November 14, 2007	July – September, 2007	\$6,025,266.00	\$6,648,308.35	\$6,009,675.50	\$6,648,308.35
November 28, 2007	10/1 – 10/31/07	\$2,819,249.00	\$1,902,419.07	Interim approval <sup>26</sup>	Interim approval
December 28, 2007	11/1 – 11/30/07	\$2,218,978.50	\$1,307,904.30	Interim approval	Interim approval
January 28, 2008	12/1 – 12/31/07	\$2,145,512.00	\$861,447.64	Interim approval	Interim approval
February 14, 2008	October – December, 2007	\$7,183,739.50	\$4,071,771.01	\$7,179,358.50	\$4,071,035.37
February 28, 2008	1/1 – 1/31/08	\$2,982,614.00	\$1,437,331.45	Interim approval <sup>27</sup>	Interim approval

<sup>20</sup> The fees and expenses requested in the April-June, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 18, 2006.

<sup>21</sup> The fees and expenses requested in the July-September, 2006, interim monthly Applications were approved on an interim basis pursuant to the amended order entered by this Court on May 3, 2007.

<sup>22</sup> The fees and expenses requested in the October-December, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 20, 2007.

<sup>23</sup> The fees and expenses requested in the January-March, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2007.

<sup>24</sup> The fees and expenses requested in the April-June, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 13, 2007.

<sup>25</sup> The fees and expenses requested in the July-September, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 12, 2008.

<sup>26</sup> The fees and expenses requested in the October-December, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 23, 2008.

<sup>27</sup> The fees and expenses requested in the January-March, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 1, 2008.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
March 28, 2008	2/1 – 2/29/08	\$1,556,573.00	\$1,323,655.09	Interim approval	Interim approval
April 28, 2008	3/1 – 3/31/08	\$2,723,985.00	\$1,981,870.63	Interim approval	Interim approval
May 15, 2008	January – March, 2008	\$7,263,172.00	\$4,742,857.17	\$7,258,924.50	\$4,740,246.26
May 28, 2008	4/1 – 4/30/08	\$1,926,854.00	\$776,768.04	Interim approval <sup>28</sup>	Interim approval
June 30, 2008	5/1 – 5/31/08	\$1,903,907.50	\$912,081.39	Interim approval	Interim approval
July 28, 2008	6/1 – 6/30/08	\$2,007,344.00	\$1,048,779.70	Interim approval	Interim approval
August 14, 2008	April – June, 2008	\$5,838,105.50	\$2,737,629.13	\$5,837,573.00	\$2,735,591.33
August 28, 2008	7/1 – 7/31/08	\$2,028,629.50	\$282,406.92	Interim approval <sup>29</sup>	Interim approval
September 29, 2008	8/1 – 8/31/08	\$2,383,467.50	\$150,525.88	Interim approval	Interim approval
October 28, 2008	9/1 – 9/30/08	\$2,336,428.00	\$203,984.33	Interim approval	Interim approval
November 14, 2008	July – September, 2008	\$6,748,525.00	\$636,917.13	\$6,746,495.50	\$633,229.34
December 1, 2008	10/1 – 10/31/08	\$2,671,560.00	\$372,472.73	Interim approval <sup>30</sup>	Interim approval
December 29, 2008	11/1/08 – 11/30/08	\$2,574,249.50	\$445,054.32	Interim approval	Interim approval
January 29, 2009	12/1/08 – 12/31/08	\$2,495,551.00	\$472,978.64	Interim approval	Interim approval
February 16, 2009	October - December 2008	\$7,741,360.50	\$1,290,505.69	\$7,724,905.50	\$1,289,347.54
March 12, 2009	1/1/09 - 1/31/09	\$3,260,332.50	\$609,498.37	\$2,608,266.00	\$609,498.37
April 2, 2009	2/1/09 - 2/28/09	\$4,249,447.50	\$1,252,380.41	\$3,399,558.00	\$1,252,380.41
May 6, 2009	3/1/09 - 3/31/09	\$3,595,406.50	\$1,103,383.42	\$2,876,325.50	\$1,103,383.42
May 15, 2009	January - March 2009	\$11,105,186.50	\$2,965,262.20	Pending	Pending
June 16, 2009	4/1/09 - 4/30/09	\$3,548,749.50	\$1,007,427.71	\$2,838,999.50	\$1,007,427.71
July 10, 2009	5/1/09 - 5/31/09	\$1,770,780.50	\$837,016.14	\$1,416,624.40	\$837,016.14

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ellen T. Ahern	Partner	1992	Litigation	\$615.00	6.50	\$3,997.50
David M. Bernick, P.C.	Partner	1978	Litigation	\$955.00	152.70	\$145,828.50
Samuel Blatnick	Associate	2003	Litigation	\$535.00	56.80	\$30,388.00
Heather Bloom	Associate	2008	Litigation	\$320.00	158.50	\$50,720.00
Deanna D. Boll	Partner	1998	Restructuring	\$675.00	285.20	\$192,510.00
Justin S. Brooks	Associate	2009	Litigation	\$355.00	218.90	\$77,709.50
Craig A. Bruens	Partner	1999	Restructuring	\$645.00	22.10	\$14,254.50
Holly Bull	Of Counsel	1997	Restructuring	\$530.00	42.70	\$22,631.00
Lisa G. Esayan	Partner	1991	Litigation	\$735.00	122.10	\$89,743.50
Theodore L. Freedman	Partner	1973	Restructuring	\$915.00	249.00	\$227,835.00
Andrew Fromm	Associate	2008	Litigation	\$320.00	50.20	\$16,064.00
James Golden	Associate	2005	Litigation	\$465.00	3.40	\$1,581.00

<sup>28</sup> The fees and expenses requested in the April-June, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 17, 2008.

<sup>29</sup> The fees and expenses requested in the July-September, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 1, 2009.

<sup>30</sup> The fees and expenses requested in the October-December, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 7, 2009.

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Christopher T. Greco	Associate	2007	Restructuring	\$415.00	71.90	\$29,838.50
Ashley S. Gregory	Partner	2000	Corporate	\$800.00	1.00	\$800.00
Barbara M. Harding	Partner	1988	Litigation	\$635.00	220.50	\$140,017.50
Nate Kritzer	Associate	2009	Litigation	\$355.00	108.80	\$38,624.00
Christopher Landau, P.C.	Partner	1990	Litigation	\$875.00	24.90	\$21,787.50
Karen F. Lee	Associate	2009	Litigation	\$320.00	116.00	\$37,120.00
Elli Leibenstein	Partner	1992	Litigation	\$685.00	97.20	\$66,582.00
Eric F. Leon	Partner	1994	Litigation	\$715.00	27.00	\$19,305.00
Marc Lewinstein	Associate	2006	Restructuring	\$470.00	22.60	\$10,622.00
Scott A. McMillin	Partner	1996	Litigation	\$645.00	6.70	\$4,321.50
Andrew R. Running	Partner	1982	Litigation	\$735.00	4.40	\$3,234.00
Gregory L. Skidmore	Associate	2006	Litigation	\$465.00	26.60	\$12,369.00
Douglas G. Smith	Partner	1996	Litigation	\$665.00	7.60	\$5,054.00
Brian T. Stansbury	Partner	2002	Litigation	\$550.00	149.40	\$82,170.00
Ryan Wilkins	Associate	2008	Litigation	\$320.00	10.20	\$3,264.00
L. Mark Wine, P.C.	Of Counsel	1970	Environment	\$810.00	0.40	\$324.00
Clement Yee	Associate	Pending	Restructuring	\$365.00	41.30	\$15,074.50
<b>Totals for Professionals</b>					<b>2,304.60</b>	<b>\$1,363,770.00</b>

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Name of Paraprofessional Person	Position with the Applicant and Number of Years as a Paraprofessional		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Deborah L. Bibbs	Legal Assistant	2 Years	Restructuring	\$205.00	111.80	\$22,919.00
David M. Boutrous	Legal Assistant	2 Years	Litigation	\$155.00	157.80	\$24,459.00
Jamie A. Crown	Law Clerk	1 Month	General	\$215.00	22.00	\$4,730.00
Kenya L. Davis	Practice Assistant	5 Years	Administrative Services	\$120.00	6.00	\$720.00
Timothy J. Fitzsimmons	Legal Assistant	1 Year	Litigation	\$240.00	104.00	\$24,960.00
Maria D. Gaytan	Case Assistant	6 Years	Litigation	\$145.00	189.70	\$27,506.50
Britton R. Giroux	Legal Assistant	2 Years	Litigation	\$190.00	107.20	\$20,368.00
Jacob Goldfinger	Legal Assistant	5 Years	Restructuring	\$235.00	8.10	\$1,903.50
Matthew S. Halloran	Legal Assistant	5 Years	Litigation	\$215.00	10.00	\$2,150.00
Ayesha Johnson	Legal Assistant	1 Year	Litigation	\$190.00	13.80	\$2,622.00
Daniel Kelleher	Legal Assistant	11 Years	Restructuring	\$225.00	19.60	\$4,410.00
Travis J. Langenkamp	Legal Assistant	1 Year	Litigation	\$260.00	22.00	\$5,720.00
Magali Lespinasse Lee	Legal Assistant	23 Years	Restructuring	\$235.00	7.90	\$1,856.50
Mark Liang	Law Clerk	1 Month	General	\$215.00	35.30	\$7,589.50
Kimberly K. Love	Legal Assistant	20 Years	Litigation	\$250.00	231.00	\$57,750.00
Erin Maher	Technology Services	8 Months	Litigation	\$180.00	18.20	\$3,276.00
Maureen McCarthy	Legal Assistant	6 Years	Restructuring	\$235.00	6.00	\$1,410.00
Christopher L. Meatto	Case Assistant	2 Years	Intellectual Property	\$155.00	7.80	\$1,209.00
Robert Orren	Case Assistant	3 Years	Restructuring	\$155.00	4.50	\$697.50
Morgan Rohrhofer	Case Assistant	1 Year	Litigation	\$150.00	100.40	\$15,060.00

<b>Name of Paraprofessional Person</b>	<b>Position with the Applicant and Number of Years as a Paraprofessional</b>		<b>Department</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Daniel T. Rooney	Legal Assistant	14 Years	Litigation	\$250.00	85.00	\$21,250.00
Terrell D. Stansbury	Legal Assistant	4 Years	Litigation	\$205.00	74.80	\$15,334.00
Jared Voskuhl	Project Assistant	9 Months	Litigation	\$150.00	151.00	\$22,650.00
Carrie L. Wildfong	Project Assistant	1 Year	Restructuring	\$155.00	9.00	\$1,395.00
Ian Young	Project Assistant	6 Months	Corporate	\$150.00	123.70	\$18,555.00
<b>Totals for Paraprofessionals</b>					<b>1,626.60</b>	<b>\$310,500.50</b>

Grand Total for Fees: **\$1,674,270.50**

Blended Rate: **\$425.89**



**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
19	Claims Analysis Objection and Resolution (Non-Asbestos)	100.90	\$38,389.00
20	Case Administration	83.40	\$16,690.00
21	Claims Analysis Objection and Resolution (Asbestos)	3.90	\$2,648.50
28	Litigation and Litigation Consulting	1,677.40	\$678,971.00
30	Hearings	445.40	\$203,209.00
32	Fee Applications, Applicant	51.70	\$26,211.00
37	Plan and Disclosure Statement	970.80	\$571,049.00
42	Travel non-working	76.40	\$33,087.50
57	Montana Grand Jury Investigation	455.10	\$80,433.50
58	Criminal Travel Matter, No Third Parties	7.00	\$1,750.00
59	Lyondell Reclamation Claims	59.20	\$21,832.00
<b>Totals for Matters</b>		<b>3,931.20</b>	<b>\$1,674,270.50</b>

**Expense Summary**

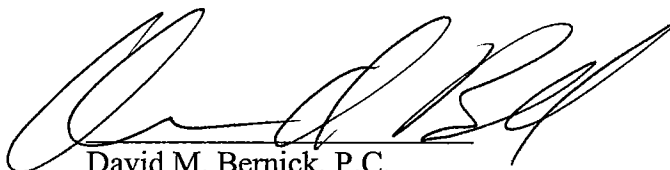
<b>Service Description</b>	<b>Amount</b>
Third Party Telephone Charges	\$628.39
Standard Copies or Prints	\$10,091.90
Binding	\$39.80
Tabs/Indexes/Dividers	\$100.30
Color Copies or Prints	\$6,601.50
Scanned Images	\$1,248.30
CD-ROM Duplicates	\$42.00
CD-ROM Master	\$20.00
DVD Duplicates	\$10.00
Postage	\$3.05
Overnight Delivery	\$9,103.68
Outside Messenger Services	\$603.45
Local Transportation	\$1,529.46
Travel Expense	\$12,580.29
Airfare	\$31,756.99
Transportation to/from airport	\$5,005.30
Travel Meals	\$1,895.37
Car Rental	\$4,050.05
Other Travel Expenses	\$4,015.29
Court Reporter Fee/Deposition	\$8,022.25
Appearance Fees	\$100.00
Expert Fees	\$136,958.02
Professional Fees	\$83,551.70
Other Trial Expenses	\$45,568.60
Outside Computer Services	\$18,457.63
Outside Copy/Binding Services	\$4,432.36
Working Meals/K&E and Others	\$706.74
Catering Expenses	\$144.00
Information Broker Doc/Svcs	\$402.76
Computer Database Research	\$15,090.28
Overtime Transportation	\$1,874.56
Overtime Meals	\$106.98
Overtime Meals - Attorney	\$846.63
Secretarial Overtime	\$5,173.88
Word Processing Overtime	\$690.06
Overtime Meals - Legal Assistant	\$18.18
Rental Expenses	\$59,188.61
Electronic Data Storage	\$1,875.00
<b>Total</b>	<b>\$472,533.36</b>

**WHEREFORE**, K&E respectfully requests (a) that an allowance be made to it, as fully described above for the (i) 80% of the amount of **\$1,674,270.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$1,339,416.40**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$472,533.36**); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: August 13, 2009

Respectfully submitted,

KIRKLAND & ELLIS LLP

A handwritten signature in black ink, appearing to read 'David M. Bernick', is written over a horizontal line.

David M. Bernick, P.C.

Theodore L. Freedman

Deanna D. Boll

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